

DECLARATION AND POWER OF ATTORNEY

We, (a) Tyler Lowrey, (b) Patrick Klersy, (c) Stephen J. Hudgens and (d) Jon Maimon declare that we are respectively citizens of the United States of America, residing respectively at (a) 516 Mill River Lane, San Jose, California 95134, (b) 766 Camilla, Lake Orion, Michigan 48362, (c) 530 Mansion Court, Apartment #304, Santa Clara, California 95054 and (d) 7867 Sly Fox Lane, Manassas, Virginia 20112 that we verily believe that we are the original, first and joint inventors of the invention entitled:

METHOD FOR MAKING PROGRAMMABLE RESISTANCE MEMORY ELEMENT

the specification and claims of which [] are attached hereto;

[X] were filed on June 26, 001 as application Serial No. 09/891,157, and was amended on _____ (if applicable) that we have reviewed and understand the contents of the above-identified specification including the claims, as amended by any amendment referred to above; that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56 (a); and that no application for patent or inventor's certificate of this invention has been filed in any country foreign to the United States of America prior to this application by us or our legal representative or assigns, except as follows: NONE.

Claim for Benefit of Earlier U.S. Application(s) Under 35 U.S.C. 120

We hereby claim the benefit under Title 35, United States Code, ' 120 of any United States applications designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, ' 112; we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, ' 1.56(a) which occurred between the filing date of the prior application(s) and the filing date of this application.

**PRIOR U.S. APPLICATION(S)
FOR BENEFIT UNDER 35 USC 120:**

CIP of U.S. Application Serial No. 09/813,267 filed March 20, 2001, and a CIP of U.S. Application Serial No. 09/667,957 filed October 3, 2000 and a CIP of U.S. Application Serial No. 09/620,318 filed July 22, 2000 and a CIP of U.S. Application Serial No. 09/276,273, filed on March 25, 1999

We hereby appoint the following attorneys or agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

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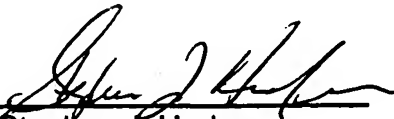
Each undersigned declarant declares that all statements made herein of declarant's own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

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